

Esther DuVal  
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UNITED STATES BANKRUPTCY COURT  
 EASTERN DISTRICT OF NEW YORK

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In re:	: Chapter 7
	: Case No.: 19-72292 (REG)
PETLAND DISCOUNTS, INC.,	:
	:
Debtor.	:
-----X	

**AFFIDAVIT OF ESTHER DUVAL IN SUPPORT OF APPLICATION FOR AN ORDER  
 AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF  
 CBIZ ACCOUNTING, TAX & ADVISORY OF NEW YORK, LLC  
AS FINANCIAL ADVISOR TO THE CHAPTER 7 TRUSTEE**

STATE OF NEW YORK            )  
   ) ss:  
 COUNTY OF NEW YORK        )

ESTHER DUVAL, being duly sworn, deposes and says:

1. I am a Certified Public Accountant, licensed under the laws of the State of New York and I am a Senior Managing Director of CBIZ Accounting, Tax and Advisory of New York, LLC ("CBIZ NY"), with offices at 5 Bryant Park at 1065 Avenue of the Americas, New York, New York, 10018. The facts set forth in this Affidavit are personally known to me and, if called as a witness, I could and would testify thereto. CBIZ NY and its affiliates with offices throughout the country are wholly-owned subsidiaries of CBIZ, Inc. (collectively, "CBIZ"). CBIZ is a full service business services firm and if we determine that resources from other CBIZ offices are required, we will supplement the information contained in this Affidavit.

2. This Affidavit is submitted in support of the application (the “Application”) of Allan B. Mendelsohn, the Chapter 7 Trustee (the “Trustee”), in the above-captioned, chapter 7 case of Petland Discounts, Inc. (the “Debtor”), to employ CBIZ NY as his financial advisor in this case effective *nunc pro tunc* to March 29, 2019. This Affidavit is also submitted as the statement required pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

3. Other than the initial communication between CBIZ NY and representatives of the Trustee with respect to the retention of CBIZ NY in this case, neither I nor, to the best of my knowledge, any other member or employee of CBIZ had any business, or other connection, with the Debtor, its attorneys or financial advisor, or any other party in interest, except as disclosed herein.

4. CBIZ NY has conducted an examination to determine whether CBIZ has any relationships with entities (each an “Interested Party” and, collectively, the “Interested Parties”) that are associated with the Debtor’s case. Specifically, under my supervision, an employee of CBIZ NY conducted a conflict check on the following parties-in-interest in this case: (i) the Debtor; (ii) the Debtor’s known officers, directors, related parties and professionals; (iii) the Debtor’s priority and largest unsecured creditors (approximately 70 creditors with claims greater than \$30,000, as filed with the Debtor’s petition); (iv) the United States Eastern District of New York Judge appointed to the case; and (v) the United States Trustee.

5. Based on the results of our conflict check, to the best of my knowledge, it appears that CBIZ does not represent any entity holding any interest adverse to, and has no connection with, the Debtor, the Debtor’s creditors or any party-in-interest herein, and is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, except that CBIZ: (a)

works with, or has worked with, and/or for the professionals in this chapter 7 case, or other chapter 7 or 11 cases, including Allan B. Mendelsohn, the Chapter 7 Trustee, and Rosen & Kantrow, PLLC (“R&K”), the Chapter 7 Trustee’s law firm; and (b) may have been engaged as accountants by certain creditors of the Debtor, although no one professional and/or creditor has generated more than 1% of the CBIZ’s revenue.

6. However, for the sake of specificity to the prior disclosures, we specifically note the following:

- a) Allan B. Mendelsohn, the Chapter 7 Trustee, and his firm Allan B. Mendelsohn LLP, represents an adverse party in an unrelated matter, where CBIZ NY is retained as the financial advisor to another Chapter 7 Trustee.
- b) Mayer Hoffman McCann P.C. ("MHM"), an entity associated with CBIZ, Inc. by contract has an office located in Phoenix, AZ (“MHM Phoenix”). MHM Phoenix provides certain attest services to an affiliate of Phillips Pet Food & Supplies, who is listed in the Creditor Matrix filed by the Debtor, in a matter unrelated to the Debtor. No employee of either MHM Phoenix or CBIZ NY are involved in the other’s matter. Specifically, no one in MHM Phoenix shall perform any services, or be involved with, the Petland Discounts, Inc. chapter 7 case.
- c) CBIZ Inc., has a reporting unit, CBIZ Retirement Plan Services, with an office located in Mill Creek, WA (“CBIZ RPS-WA”). CBIZ RPS-WA provides defined benefit co-sourcing services for Big Heart Pet Brands, a division of JM Smucker who is listed in the Creditor Matrix filed by the Debtor. No employee of either CBIZ NY or CBIZ RPS-WA are involved in the other’s matter. Specifically, no one in CBIZ RPS-WA shall perform any services, or be involved with, the Petland

Discounts, Inc. chapter 7 case. The revenue from these services comprises less than 1% of CBIZ, Inc's revenue.

7. To the best of my knowledge, CBIZ is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14) in that CBIZ: (a) is not a creditor, an equity security holder, or an insider of the Debtor; (b) is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the Debtor; and (c) does not have an interest materially adverse to the interest of the Debtor's estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor or for any other reason.

8. To the best of my knowledge and except as set forth herein, CBIZ, has no connection to the Debtor, the Debtor's creditors, other parties in interest, their attorneys and accountants, the United States Trustee or any person employed by the United States Trustee.

9. Based on the foregoing, CBIZ NY does not believe that it is conflicted from acting as financial advisor to the Trustee in this case. To the extent that I discover any facts bearing on the matters described herein during the period of CBIZ NY's retention, I will supplement the information contained in this Affidavit.

10. CBIZ NY will assist the Trustee with the following:

- a) Assisting the Trustee in marshaling and liquidating the Debtor's assets;
- b) Assisting the Trustee with the safeguarding and maintenance of the Debtor's information technology systems and data integrity;
- c) Performing an investigation and analyses of potential recovery of chapter 5 claims, including analyzing transactions with vendors, insiders, related and/or affiliated companies, for the period prior to the date of filing chapter 7;

- d) Analyzing the financial information of the Debtor for the period prior to the date of filing chapter 7;
- e) Scrutinizing cash disbursements for the period prior to the date of filing chapter 7;
- f) Preparing federal, state, and local tax returns and requisite disclosures on behalf of the Trustee and the Debtor's estate, as requested by the Trustee;
- g) Reconciling filed proofs of claim, as requested by the Trustee;
- h) Attend conferences with the Trustee and his professionals, as may be required;
- i) Reconstruct, if necessary, the Debtor's books and records prior to the Petition Date;
- j) Assist the Trustee with any investigation into the pre-petition acts, conduct, transfers of property, liabilities, financial condition of the Debtor, its management, or creditors, including the operation of its pre-petition business;
- k) Assist the Trustee and his counsel in any litigation proceedings against potential adversaries;
- l) Assist the Trustee in any proposed sale of the Debtor's business or its assets;  
and
- m) Perform those services that may be deemed necessary by the Trustee in our role as financial advisor to the Trustee.

11. CBIZ NY is willing to serve as financial advisor to the Trustee and to receive compensation on an hourly basis. CBIZ NY will apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code,

the Bankruptcy Rules, and the Amended Guidelines for Fees and Disbursements for Professionals in the Eastern District of New York.

12. The current hourly rates charged by CBIZ NY for professional services are as follows:

Directors and Managing Directors	\$445 to \$800 per hour
Managers and Senior Managers	\$355 to \$445 per hour
Senior Associates and Staff	\$195 to \$355 per hour

Periodically, our hourly rates are subject to firm-wide adjustment. CBIZ NY will file a supplemental affidavit with the Court should its hourly rates change.

13. CBIZ NY has not agreed and will not agree to share compensation received in connection with this case with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

14. Neither I, nor CBIZ NY, nor any managing director or associate thereof has received or been promised any compensation for services rendered or to be rendered in any capacity in connection with this case, other than as permitted by the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules for the Eastern District of New York.


15. No agreement or understanding exists between CBIZ NY and any other person for a division of compensation paid or to be paid for services rendered in this case and no such division shall be made.

WHEREFORE your deponent asks for an appropriate order approving the employment of CBIZ NY as financial advisor to the Trustee effective *nunc pro tunc* to March 29, 2019.



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Esther DuVal  
Senior Managing Director  
CBIZ Accounting, Tax and Advisory of New York, LLC

Sworn to and subscribed to before  
me this 4<sup>th</sup> day of April 2019

  
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Notary Public

JOHN J GERVAIS  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 01GE6339531  
Qualified In Nassau County  
Certificate Filed In New York County  
My Commission Expires April 04, 2020